

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.,

Reorganized Debtors.

Chapter 11

Case No. 01-1139 (KJC)

Objection Deadline: July 1, 2014 at 4:00 p.m.

Hearing: October 14, 2014 at 10:00 a.m.

**COVER SHEET TO FOURTH QUARTERLY AND FINAL FEE APPLICATION OF
ROGER FRANKEL, ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE,
FOR COMPENSATION OF SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED DURING THE FOURTH QUARTERLY PERIOD FROM JANUARY 1,
2014 THROUGH FEBRUARY 3, 2014, AND DURING THE FINAL FEE PERIOD FROM
MAY 16, 2013 THROUGH FEBRUARY 3, 2014**

Name of Applicant:	Roger Frankel, Asbestos PI Future Claimants' Representative ("FCR")	
Authorized to Provide Professional Services to:	As the FCR	
Date of Retention:	As of May 16, 2013 pursuant to an Interim Order entered by the Court on May 29, 2013, as amended May 30, 2013, and which became a final order by its terms as of June 14, 2013 [Dkt. No. 30689]	
Periods for which Compensation and Reimbursement is Sought:	<u>Fourth Quarterly Period:</u> January 1, 2014 through February 3, 2014	<u>Final Fee Period:</u> May 16, 2013 through February 3, 2014
Total Fees Requested:	\$120,096.50	\$509,937.50
Total Expenses Requested:	\$2,546.80	\$4,314.78
Total Fees & Expenses Requested:	\$122,643.30	\$514,252.28
Total Fees & Expenses Approved:	To Be Considered with this Final Fee Application	\$254,590.03
Total Hours:	126.80	523.50

**SUMMARY OF QUARTERLY FEE APPLICATIONS
FILED DURING THE FINAL FEE PERIOD**

Application		Requested Fees and Expenses		Approved/Paid Fees and Expenses		Amounts Outstanding	COC	Approval Order
Dated Filed (DI No.)	Period Covered	Requested Fees	Requested Expenses	Approved/Paid Fees	Approved/Paid Expenses	Requested Fees/Expenses	Dated Filed (DI No.)	Dated Filed (DI No.)
9/13/13 D.I.31131 (1 st Quarterly: fees/expenses paid to Orrick)	5/16/13-6/30/13	\$142,683.00	\$251.40	\$142,683.00	\$251.40	\$0.00	12/12/13 D.I. 31456	12/17/13 D.I. 31482
12/15/13 D.I. 31436 (2 nd Quarterly: fees/expenses paid to Orrick)	7/1/13-9/30/13	\$110,892.75	\$762.88	\$110,892.75	\$762.88	\$0.00	3/28/14 D.I. 31947	3/31/14 DI 31963
3/14/14 D.I. 31864 (3 rd Quarterly: fees/expenses paid to Orrick)	10/1/13-12/31/13	\$136,265.25	\$753.70	\$109,012.20	\$753.70	\$27,253.05 (20% holdback on fees – approval pending)	TBD	Set for hearing on May 28, 2014
To Be Considered with this Final Fee Application (4 th Quarterly: fees/expenses paid to Orrick)	1/1/14-1/15/14	\$36,566.25	\$890.80	\$0.00	\$0.00	\$36,566.25 (100% of fees – approval pending) \$890.80 (100% of expenses – approval pending)	TBD	Set for hearing on October 14, 2014
To Be Considered with this Final Fee Application (4 th Quarterly: fees/expenses paid to Frankel Wyron LLP)	1/16/14-2/3/14	\$83,530.25	\$1,656.00	\$0.00	\$0.00	\$83,530.25 (100% of fees – approval pending) \$1,656.00 (100% of expenses – approval pending)	TBD	Set for hearing on October 14, 2014
TOTAL:	5/16/13-2/3/14	\$509,937.50	\$4,314.78	\$362,587.95	\$1,767.98	\$147,349.55 (fees) \$2,546.80 (expenses)	--	--

SUMMARIES RELATING TO FOURTH QUARTERLY PERIOD:
JANUARY 1, 2014 THROUGH FEBRUARY 3, 2014

MONTHLY FEE APPLICATIONS FILED FOR FOURTH QUARTERLY PERIOD

Date Filed (DI No.)	Period Covered	Requested Fees (100%)	Requested Expenses (100%)	Fees Paid	Expenses Paid	Fees/Expenses Paid To
2/25/14 D.I. 31863	1/1/14-1/15/14	\$36,566.25	\$890.80	\$0.00	\$0.00	Orrick
2/25/14 D.I. 31891	1/16/14-2/3/14	\$83,530.25	\$1,656.00	\$0.00	\$0.00	Frankel Wyron LLP
TOTAL:	1/1/14-2/3/14	\$120,096.50	\$2,546.80	\$0.00	\$0.00	--

SUMMARY OF TIME EXPENDED BY
PROFESSIONAL DURING FOURTH QUARTERLY PERIOD

Name of Professional	Position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Roger Frankel	FCR	\$995	126.80	\$120,096.50
TOTAL:			126.80	\$120,096.50¹
Blended Rate: \$947.13				

SUMMARY OF COMPENSATION BY
PROJECT CATEGORY DURING FOURTH QUARTERLY PERIOD

Project Category	Hours	Fees
Compensation of FCR	2.30	\$2,288.50
Litigation	112.30	\$111,738.50
Travel (Non-Working)	12.20	\$6,069.50
TOTAL:	126.80	\$120,096.50

¹ This amount includes a reduction of \$6,069.50 for non-working travel, which was billed at one-half the hourly rate.

SUMMARY OF EXPENSES INCURRED DURING FOURTH QUARTERLY PERIOD

Expense Category	Expenses Requested
Air	\$2,144.80
Taxi	\$55.00
Train	\$347.00
TOTAL:	\$2,546.80

**SUMMARIES RELATING TO FINAL FEE PERIOD:
MAY 16, 2013 THROUGH FEBRUARY 3, 2014****SUMMARY OF TIME EXPENDED BY
PROFESSIONAL DURING FINAL FEE PERIOD**

Name of Professional	Position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Roger Frankel	FCR	\$995	523.50	\$509,937.50
TOTAL:			523.50	\$509,937.50²
Blended Rate: \$974.09				

**SUMMARY OF COMPENSATION BY
PROJECT CATEGORY DURING FINAL FEE PERIOD**

Project Category	Hours	Fees
Compensation of FCR	5.60	\$5,572.00
Compensation of Other FCR Professionals	1.00	\$995.00
Litigation	379.70	\$377,801.50
Plan of Reorganization	77.70	\$77,311.50
Retention of FCR and FCR Professionals	37.50	\$37,312.50
Travel (Non-Working)	22.00	\$10,945.00
TOTAL:	523.50	\$509,937.50

² This amount includes a reduction of \$10,945.00 for non-working travel, which was billed at one-half the hourly rate.

SUMMARY OF EXPENSES INCURRED DURING FINAL FEE PERIOD

Expense Category	Expenses Requested
Duplicating	\$368.83
Meals	\$235.80
Postage	\$123.57
Travel – Air	\$3,037.80
Travel – Taxi	\$201.78
Travel – Train	\$347.00
TOTAL:	\$4,314.78

Respectfully submitted,

/S/ ROGER FRANKEL
Roger Frankel, Asbestos PI Future
Claimants' Representative
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Dated: May 2, 2014